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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred all** your shares in Common Splendor International Health Industry Group Limited, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**COMMON SPLENDOR INTERNATIONAL  
HEALTH INDUSTRY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

- (1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED AMENDMENTS TO THE BYE-LAWS;  
(3) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR,  
JOINT CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER;  
AND  
(4) NOTICE OF SPECIAL GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the SGM to be held at Unit E, 28/F, YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 30 October 2019 at 4:00p.m. is set out on pages 12 to 15 of this circular. A proxy form for use at the SGM is also enclosed. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete the proxy form in accordance with the instructions printed on it and return it to the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM should you so wish and, in such event, the relevant proxy form shall be deemed to be revoked.

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context otherwise requires:*

“Announcement”	announcement of the Company dated 20 September 2019
“Board”	the board of Directors
“Bye-laws”	the memorandum of association and the bye-laws of the Company as amended, supplemented or modified from time to time
“Company”	Common Splendor International Health Industry Group Limited, an exempted company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms. Zhu”	Ms. Zhu Yufei (朱昱霏) (formerly known as Zhu Ping (朱萍))
“Proposed Amendments to the Bye-Laws”	the proposed amendments to Bye-laws in relation to (i) the Proposed Change of Company Name; and (ii) the inclusion of provision for appointment of joint chairman
“Proposed Appointment of Director”	the proposed election of Ms. Zhu as the executive Director, the joint chairman of the Board and chief executive officer of the Company
“Proposed Change of Company Name”	the proposed change in the Company’s English name from “Common Splendor International Health Industry Group Limited” to “Aidigong Maternal & Child Health Limited” and the secondary name in Chinese from “同佳國際健康產業集團有限公司” to “愛帝宮母嬰健康股份有限公司”

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## DEFINITIONS

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“SGM”	the special general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, and (iii) Proposed Appointment of Director
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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LETTER FROM THE BOARD

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**COMMON SPLENDOR INTERNATIONAL  
HEALTH INDUSTRY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

*Executive Directors*

Mr. Cheung Wai Kuen (*Chairman*)  
Mr. Cheng Hau Yan (*Deputy Chairman*)  
Mr. Ye Jiong Xian (*Chief Executive Officer*)

*Non-executive Directors*

Mr. Lin Jiang  
Mr. Hou Kai Wen  
Mr. Wong Kin Man

*Independent Non-executive Directors*

Mr. Mai Yang Guang  
Mr. Lam Chi Wing  
Mr. Wong Yiu Kit, Ernest

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

*Principal Office in Hong Kong*

Room 2709–10, 27th Floor  
North Tower, Concordia Plaza  
1 Science Museum Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

8 October 2019

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED AMENDMENTS TO THE BYE-LAWS;  
(3) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR,  
JOINT CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER;  
AND  
(4) NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement in relation to (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, and (iii) Proposed Appointment of Director.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the information on (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, (iii) Proposed Appointment of Director, and (iv) notice of SGM.

### **PROPOSED CHANGE OF COMPANY NAME**

The Board of the Company proposes to change the existing name of the Company from “Common Splendor International Health Industry Group Limited” to “Aidigong Maternal & Child Health Limited” and the secondary name in Chinese from “同佳國際健康產業集團有限公司” to “愛帝宮母嬰健康股份有限公司”. A special resolution will be proposed at the SGM to be convened to consider and, if thought fit, approve the Proposed Change of Company Name.

### **Conditions for the Proposed Change of Company Name**

The Proposed Change of Company Name will become effective subject to the satisfaction of all of the following conditions:

1. the approval by the Shareholders by way of special resolution at the forthcoming SGM; and
2. the Registrar of Companies in Bermuda approving the Proposed Change of Company Name.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the registration of the new names of the Company in place of the existing names by the Registrar of Companies in Bermuda as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda. The Company will carry out all the necessary filing procedures in Hong Kong upon the Proposed Change of Company Name becoming effective.

### **Reasons for the Change of Company Name**

The Group is mainly engaged in health industry business, including medical anti-aging and health preservation base, medical and healthcare industry investment management, natural health food business, as well as investing and financing activities. On 13 September 2019, the Company, through an indirect wholly owned subsidiary, completed the acquisition of 88.5184% equity interest in Shenzhen Aidigong Maternity Health Management Co., Ltd. (“**Aidigong**”), a company established in the PRC engaging in the provision of one-stop postpartum and newborn healthcare services to postpartum mothers and newborn babies. Upon completion of the acquisition, together with the 11.4816% equity interest of Aidigong already held by the Company through 東莞同佳投資管理合夥企業(有限合夥) (Dongguan Common Splendor Investment Management Partnership (Limited Partnership)\*) (a non-wholly owned subsidiary owned as to 56% by the Company), Aidigong becomes an indirect non-wholly owned subsidiary of the Company. The Board therefore considers that the Change of Company Name can provide the Company with a more appropriate

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## LETTER FROM THE BOARD

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corporate image and identity in respect of its business scope and will better reflect the Group's enlarging and strengthening business operation which will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

### **Effect on the Change of Company Name**

The Change of Company Name, upon becoming effective, will not affect any rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates then in issue bearing the present name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English stock short name and the Chinese stock short name for trading of the shares of the Company on the Stock Exchange will also be changed to "AIDIGONG" and "愛帝宮" respectively after the Proposed Change of Company Name becomes effective. Subject to the Proposed Change of Company Name becoming effective, the Company will also adopt a new logo.

### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

Subsequent to the Proposed Change of Company Name and in view of the proposed appointment of the joint chairman as mentioned below, the Company proposed to make certain amendments to the Bye-Laws in relation to (i) the Proposed Change of Company Name; and (ii) the inclusion of provision for appointment of joint chairman.

Details regarding the Proposed Amendments to the Bye-Laws are set out in Appendix II on pages 10 to 11 of this circular.

The Proposed Amendments to the Bye-Laws are subject to the approval of the Shareholders by way of special resolution at the SGM. The Proposed Amendments to the Bye-Laws shall take effect subject to the Proposed Change of Company Name becoming effective.

Shareholders are advised that the new Bye-laws are written in English only. The Chinese translation of the new Bye-laws is for reference purpose only. In case of any inconsistency between the English and Chinese versions, the English version shall prevail.

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## LETTER FROM THE BOARD

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### **PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR, JOINT CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER**

The Company proposes to nominate Ms. Zhu as a candidate for an executive Director, a joint chairman of the Board and the chief executive officer of the Company subject to the Proposed Amendments to the Bye-Laws becoming effective. The appointment of Ms. Zhu will also be subject to the approval by the Shareholders at the SGM. Following her appointment, Ms. Zhu will act together with Mr. Cheung Wai Kuen, the existing chairman of the Board of the Company, as the joint chairmen of the Board of the Company.

Biographical details and other information of Ms. Zhu is set out in Appendix I on page 9 of this circular.

Ms. Zhu will enter into a service contract with the Company for a term of service running from the date of her appointment for an initial term of one year. Pursuant to such proposed service contract, an annual director's fee of HK\$150,000 will be payable to Ms. Zhu, and she will be entitled to, if any, discretionary bonus to be determined at the discretion of the Board and the remuneration committee of the Board.

As far as the Directors are aware and save as disclosed in this circular, there is no other matters or information relating to the proposed appointment of Ms. Zhu that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

The reasons for the joint chairmen arrangement are as follows:

- (1) After completion of the transfer of 88.5184% equity interest in Aidigong as disclosed in the Company's announcement dated 13 September 2019, together with the 11.4816% equity interest of Aidigong already held by the Company through a non-wholly owned subsidiary (which is owned as to 56% by the Company), Aidigong becomes an indirect non-wholly owned subsidiary of the Company, whose results will be 100% consolidated into the Group. As Ms. Zhu will be closely involving in the day-to-day operation of Aidigong and its subsidiaries (the "Aidigong Group") and will also play an important role in advising the operation direction and business plan of this new sub-segment of the Group, it would be beneficial to the Group to appoint her as the joint chairman given the Group's expanded business operation in the provision of postpartum care services in the PRC.
- (2) As mentioned in the circular of the Company dated 26 July 2019, since the Company has no intention to dispose of, downsize or cease the existing business of the Group, it is vital that Mr. Cheung to continue his role as chairman of the Group to carry on management and ensuring stable growth of the existing health care businesses given his experience and familiarity of the existing principal business operation of the Group.



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## LETTER FROM THE BOARD

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- (3) In light of the expertise of both Mr. Cheung and Ms. Zhu, the Company believes that the joint chairmen arrangement will enhance the overall development of the Group, and the Company is confident that this arrangement can create synergy effect which will lead the Group through next phase of growth in the healthcare industry.

The division of roles and responsibilities between Mr. Cheung and Ms. Zhu to fulfil the duties of chairman are as follows:

- (1) Mr. Cheung will continue to be responsible for the management of the Board and he will take primary responsibility for ensuring that good corporate governance practices and procedures are complied with within the Group. Given that he is familiar with the existing principal business of the Group, he will ensure that all directors are properly briefed and receive adequate information on issues in relation to the existing principal business of the Group at board meetings.
- (2) As Ms. Zhu will be fully responsible for the day-to-day management of the business operation of Aidigong Group, she will ensure that all directors are properly briefed and receive adequate information on issues in relation to the business operation of the Aidigong Group at board meetings. With the assistance of Mr. Cheung, she will ensure that good corporate governance practices and procedures are complied with in relation to the Aidigong Group. To achieve this, Ms. Zhu will review the Corporate Governance Code to consider possible enhancement and/or update to the corporate governance practices and procedures currently implemented by Group and apply the same to Aidigong Group.

### GENERAL

The SGM will be convened and held for the Shareholders to consider, and if thought fit, to approve, (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, and (iii) Proposed Appointment of Director.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting at the SGM in respect of the approval of the (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, or (iii) Proposed Appointment of Director.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and, in such event, the relevant proxy form shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors believe that the (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, and (iii) Proposed Appointment of Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions to be proposed at the SGM.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board  
**Common Splendor International**  
**Health Industry Group Limited**  
**Cheung Wai Kuen**  
*Chairman*

Biographical details of Ms. Zhu are set out as follows:

Ms. Zhu, aged 56, is the founder, chairman, general manager and a director of Aidigong since its establishment in October 2007, which is a non-wholly owned subsidiary of the Company as at the Latest Practicable Date. Before the establishment of Aidigong, she was the head nurse of the delivery room at the Peking University Shenzhen Hospital\* (北京大學深圳醫院產科). She is the current president of Shenzhen Maternal and Child Services Association\* (深圳市母嬰服務業協會), and she was awarded as “The Most Influential Female Entrepreneur in Shenzhen for the First Session”\* (首屆深圳最具影響力女企業家) and “2018 (Eighth Session) Shenzhen Top 10 Outstanding Female Entrepreneurs”\* (2018(第八屆)深圳十大傑出女企業家).

As disclosed in the announcement dated 25 January 2019 and the circular of the Company dated 26 July 2019, on 25 January 2019, the Company, Ms. Zhu and 深圳市愛心恒久遠資本管理合夥企業(有限合夥) (Shenzhen City Aixinhengjiuyuan Assets Management Partnership (Limited Partnership)\*) (“**Aixinhengjiuyuan**”), entered into a subscription agreement pursuant to which the Company conditionally agreed to issue, and Ms. Zhu and Aixinhengjiuyuan conditionally agreed to subscribe for, in aggregate of not more than 264,099,966 ordinary shares of the Company. Ms. Zhu and her sibling in aggregate own approximately 76.46% of the equity interest of Aixinhengjiuyuan, and Ms. Zhu is the executive partner of Aixinhengjiuyuan as at the Latest Practicable Date.

Save as disclosed above, Ms. Zhu (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any interests in shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong); (iv) does not hold any other positions with other members of the Group; and (v) does not have other major appointments or professional qualifications.

In view of the Proposed Change of Company Name, the Board proposes to amend the Bye-laws to reflect (i) the Proposed Change of Company Name and (ii) the inclusion of provision for appointment of joint chairman as follows:

1. in relation to the memorandum of association of the Company:

- (i) by replacing all references therein to “G-Prop (Holdings) Limited” with the new English name and secondary name of the Company in Chinese of the Company “Aidigong Maternal & Child Health Limited 愛帝宮母嬰健康股份有限公司”; and
- (ii) by deleting existing paragraph 6 of the memorandum of association of the Company and replacing it with the following:

“6. The authorised share capital of the Company is HK\$800,000,000 divided into shares of HK\$0.01 each. The minimum subscribed share capital of the Company is HK\$100,000.”

2. in relation to the bye-laws of the Company:

- (i) by replacing all references therein to “G-Prop (Holdings) Limited” with the new English name and secondary name of the Company in Chinese of the Company “Aidigong Maternal & Child Health Limited 愛帝宮母嬰健康股份有限公司”;
- (ii) by deleting the existing bye-law 63 of the bye-laws of the Company in its entirety and replacing it with the following:

“63. The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.”

- (iii) by deleting the existing bye-law 119 of the bye-laws of the Company in its entirety and replacing it with the following:

“119. The Board may elect one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting no chairman or any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

- (iv) by deleting the existing bye-law 128 of the bye-laws of the Company in its entirety and replacing it with the following:

“128. (1) Subject to the Statutes, the officers of the Company shall consist of at least one Chairman, a Managing Director, a Secretary and such additional officers as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Statutes and these Bye-laws.

(2) The officers shall receive such remuneration as the Directors may from time to time determine.”

- (v) by deleting the existing bye-law 130 of the bye-laws of the Company in its entirety and replacing it with the following:

“130. Intentionally omitted.”

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## NOTICE OF SGM

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# COMMON SPLENDOR INTERNATIONAL HEALTH INDUSTRY GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

## NOTICE OF SGM

**NOTICE IS HEREBY GIVEN** that the special general meeting (“**Meeting**”) of Common Splendor International Health Industry Group Limited (the “**Company**”) will be held at Unit E, 28/F, YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 30 October 2019 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifying the following resolutions as Special Resolutions:

### SPECIAL RESOLUTIONS

1. “**THAT** the English name of the Company be changed from “Common Splendor International Health Industry Group Limited” to “Aidigong Maternal & Child Health Limited” and the secondary name in Chinese from “同佳國際健康產業集團有限公司” to “愛帝宮母嬰健康股份有限公司” (collectively, the “**Change of Company Name**”), and that any one director of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such documents and instruments for and on behalf of the Company as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company in respect of such change.”
2. “**THAT** subject to and conditional upon the Change of Company Name taking effect, the current memorandum of association and the bye-laws of the Company (the “**Bye-laws**”) be and are hereby amended as follows to reflect the Change of Company Name and the inclusion of provision for appointment of joint chairman (the “**Amendments to the Bye-laws**”):
  1. the memorandum of association of the Company be amended as follows:
    - (i) by replacing all references therein to “G-Prop (Holdings) Limited” with the new English name and secondary name of the Company in Chinese of the Company “Aidigong Maternal & Child Health Limited 愛帝宮母嬰健康股份有限公司”; and

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## NOTICE OF SGM

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- (ii) by deleting existing paragraph 6 of the memorandum of association of the Company and replacing it with the following:

“6. The authorised share capital of the Company is HK\$800,000,000 divided into shares of HK\$0.01 each. The minimum subscribed share capital of the Company is HK\$100,000.”

- 2. the bye-laws of the Company be amended as follows:

- (i) by replacing all references therein to “G-Prop (Holdings) Limited” with the new English name and secondary name of the Company in Chinese of the Company “Aidigong Maternal & Child Health Limited 愛帝宮母嬰健康股份有限公司”;

- (ii) by deleting the existing bye-law 63 of the bye-laws of the Company in its entirety and replacing it with the following:

“63. The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.”

- (iii) by deleting the existing bye-law 119 of the bye-laws of the Company in its entirety and replacing it with the following:

“119. The Board may elect one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting no chairman or any deputy chairman is

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## NOTICE OF SGM

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present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

- (iv) by deleting the existing bye-law 128 of the bye-laws of the Company in its entirety and replacing it with the following:

“128. (1) Subject to the Statutes, the officers of the Company shall consist of at least one Chairman, a Managing Director, a Secretary and such additional officers as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Statutes and these Bye-laws.

(2) The officers shall receive such remuneration as the Directors may from time to time determine.”

- (v) by deleting the existing bye-law 130 of the bye-laws of the Company in its entirety and replacing it with the following:

“130. Intentionally omitted.”

and that any one director of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such documents and instruments for and on behalf of the Company as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Amendments to the Bye-laws.”

### ORDINARY RESOLUTION

3. “**THAT** subject to the Amendments to the Bye-Laws becoming effective, to elect Ms. Zhu Yufei (朱昱霏) as the executive Director, the joint chairman of the Board and the chief executive officer chairman of the Company and to authorize the Board to fix her remuneration.”

By Order of the Board  
**Common Splendor International**  
**Health Industry Group Limited**  
**Cheung Wai Kuen**  
*Chairman*

Hong Kong, 8 October 2019



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## NOTICE OF SGM

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*Notes:*

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Members of the Company whose names appear on the register of members of the Company at 4:30 p.m. on Thursday, 24 October 2019 shall be entitled to attend and vote at the SGM. In order to be entitled to attend and vote at the SGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Thursday, 24 October 2019.
5. As at the date of this notice, the Board comprises Mr. Cheung Wai Kuen, Mr. Cheng Hau Yan and Mr. Ye Jiong Xian as executive Directors; Mr. Lin Jiang, Mr. Hou Kai Wen and Mr. Wong Kin Man as non-executive Directors; and Mr. Mai Yang Guang, Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest as independent non-executive Directors.